In the Claims

1(Currently Amended). A compound of the structural formula I:

$$R_{5}$$
 M_{1} $X-Q$ R_{2} R_{3} X_{1} X_{2} X_{3} X_{4} X_{5} X_{6} X_{6}

where

Formula I

or a pharmaceutically acceptable salt, enantiomer, diastereomer or mixture thereof: wherein,

R represents hydrogen, or C₁₋₆ alkyl;

X represents -(CHR7) $_p$ -, or -(CHR7) $_p$ CO-;

Y represents $-CO(CH_2)_n$, $(CH_2)_n$, -CH(OR)-, OR_6 , or SR_6 ;

Z=O or S;

M1, M2, and M3 are independently CH or N;

Q represents CRY, N, or O, wherein R2 is absent when Q is O;

RY represents H, C_{1-6} alkyl, - $(CH_2)_nC_{3-8}$ cycloalkyl, - $(CH_2)_nC_{3-10}$ heterocyclyl, - $(CH_2)_nC_{5-10}$ heteroaryl, or - $(CH_2)_nC_{6-10}$ aryl;

 R_w represents H, C_{1-6} alkyl, $-C(O)C_{1-6}$ alkyl, $-C(O)OC_{1-6}$ alkyl, $-SO_2N(R)_2$, $-SO_2C_{1-6}$ alkyl, $-SO_2C_{6-10}$ aryl, NO_2 , CN or $-C(O)N(R)_2$;

R₂ represents hydrogen, C₁₋₁₀ alkyl, OH, C₂₋₆ alkenyl, C₁₋₆ alkylSR, - $(CH_2)_nO(CH_2)_mOR$, - $(CH_2)_n(CH_7)_q(CH_2)_mC_{1-6}$ alkoxy, -

 $(CH_2)_n(CHR_7)_q(CH_2)_mC_3$ -8 eycloalkyl, $(CH_2)_n(CHR_7)_q(CH_2)_mC_3$ -8 cycloalkenyl, - $(CH_2)_n(CHR_7)_q(CH_2)_mC_3$ -10 heterocyclyl, -N(R)2, -COOR, or - $(CH_2)_n(CHR_7)_q(CH_2)_mC_6$ -10 aryl, said alkyl, cycloalkyl, heterocyclyl, or aryl optionally substituted with 1-5 groups selected from Ra;

R3 represents hydrogen, C1-10 alkyl, C2-6 alkenyl, -(CH2)n(CHR7)q(CH2)mC3-8 cycloalkyl, -(CH2)n(CHR7)q(CH2)mcycloalkenyl, -(CH2)n(CHR7)q(CH2)mC3-10 heterocyclyl, -(CH2)n(CHR7)q(CH2)mCOOR, -(CH2)n(CHR7)q(CH2)mC6-10 aryl, - (CH2)n(CHR7)q(CH2)mNHR8, -(CH2)n(CHR7)q(CH2)mN(R)2, - (CH2)n(CHR7)q(CH2)mN(R)3, -(CH2)n(CHR7)q(CH2)mN(R8)2, - (CH2)n(CHR7)q(CH2)mNHCOOR, -(CH2)n(CHR7)q(CH2)mN(R8)CO2R, - (CH2)n(CHR7)q(CH2)mN(R8)COR, -(CH2)n(CHR7)q(CH2)mNHCOR, - (CH2)n(CHR7)q(CH2)mC1-6 alkoxy, CF3, - (CH2)n(CHR7)q(CH2)mC0NH(R8), aryl, -(CH2)n(CHR7)q(CH2)mC1-6 alkoxy, CF3, - (CH2)n(CHR7)q(CH2)mSO2R, -(CH2)n(CHR7)q(CH2)mSO2N(R)2, - (CH2)n(CHR7)q(CH2)mCONHC(R)3, - (CH2)n(CHR7)q(CH2)mCONHC(R)3, - (CH2)n(CHR7)q(CH2)mCONHC(R)3, - (CH2)n(CHR7)q(CH2)mCONHC(R)3, - (CH2)n(CHR7)q(CH2)mCONHC(R)3, alkoxy, heterocyclyl, or aryl optionally substituted with 1-5 groups of Ra;

or, when Q equals CRY or N, R2 and R3 taken together with the intervening CRY or N form a 3-10 membered carbocyclic or heterocyclic ring or fused ring optionally interrupted by 1-2 atoms of O, S, C(O) or NR, and optionally having 1-5 double bonds, and optionally substituted by 1-3 groups selected from R^a;

R4 and R5 independently represent hydrogen, C₁₋₆ alkoxy, OH, C₁₋₆ alkyl, C₁₋₆ alkyl-S, C₁₋₆ alkyl-CO-, C₁₋₆ alkenyl, C₃₋₈ cycloalkoxy, C₃₋₈ cycloalkyl, C₃₋₈ cycloalkyl-S, C₃₋₈ cycloalkyl-CO-, COOR, SO₃H, -O(CH₂)_nN(R)₂, -O(CH₂)_nCO₂R, -OPO(OH)₂, CF₃, -N(R)₂, nitro, cyano, C₁₋₆ alkylamino, or halogen;

R₆ represents hydrogen, C₁₋₁₀ alkyl, -(CH₂)_n(CHR₇)_q(CH₂)_mC₆₋₁₀ aryl, - (CH₂)_n(CHR₇)_q(CH₂)_mC₅₋₁₀ heteroaryl, NR_cR_d, -NR-(CH₂)_n(CHR₇)_q(CH₂)_mC₆₋₁₀ aryl,

-N-((CH₂)_n(CHR₇)_q(CH₂)_mC₆₋₁₀ aryl)₂, -(CH₂)_n(CHR₇)_q(CH₂)_mC₃₋₁₀ heterocyclyl, -N-((CH₂)_n(CHR₇)_q(CH₂)_mC₃₋₁₀ heterocyclyl, -N-((CH₂)_n(CHR₇)_q(CH₂)_mC₃₋₁₀ heterocyclyl)₂ (C₆₋₁₀ aryl)O-, -(CH₂)_n(CHR₇)_q(CH₂)_mC₃₋₈ cycloalkyl, -COOR, -

C(O)CO₂R, said aryl, cycloalkyl, heteroaryl, heterocyclyl and alkyl optionally substituted with 1-3 groups selected from Ra;

 R_{c} and R_{d} independently represent H, C1-6 alkyl, C2-6 alkenyl, -(CH₂)_nC6-10 aryl, - (CH₂)_nC5-10 heteroaryl, C₁₋₆ alkylSR, -(CH₂)_nO(CH₂)_mOR, -(CH₂)_nC₁₋₆ alkoxy, or - (CH₂)_nC₃₋₈ cycloalkyl;

or R_c and R_d taken together with the intervening N atom form a 4-10 membered heterocyclic carbon ring optionally interrupted by 1-2 atoms of O, S, C(O) or NR, and optionally having 1-4 double bonds, and optionally substituted by 1-3 groups selected from R^a;

R7 represents hydrogen, C1-6 alkyl, -(CH2)nCOOR or -(CH2)nN(R)2,

R8 represents - $(CH_2)_nC_{3-8}$ cycloalkyl, - $(CH_2)_n$ 3-10 heterocyclyl, C_{1-6} alkoxy or - $(CH_2)_nC_{5-10}$ heteroaryl, - $(CH_2)_nC_{6-10}$ aryl said cycloalkyl, heterocyclyl, aryl or heteroaryl optionally substituted with 1-3 groups selected from Ra;

Ra represents F, Cl, Br, I, CF₃, N(R)₂, NO₂, CN, -COR8, -CONHR8, -CON(R8)₂, -O(CH₂)_nCOOR, -NH(CH₂)_nOR, -COOR, -OCF₃, -NHCOR, -SO₂R, -SO₂NR₂, -SR, (C₁-C₆ alkyl)O-, -(CH₂)_nO(CH₂)_mOR, -(CH₂)_nC₁₋₆ alkoxy, (aryl)O-, -OH, (C₁-C₆ alkyl)S(O)_m-, H₂N-C(NH)-, (C₁-C₆ alkyl)C(O)-, (C₁-C₆ alkyl)OC(O)NH-, -(C₁-C₆ alkyl)NR_w(CH₂)_nC₃₋₁₀ heterocyclyl-R_w, -(C₁-C₆ alkyl)O(CH₂)_nC₃₋₁₀ heterocyclyl-R_w, -(C₁-C₆ alkyl)S(CH₂)_nC₃₋₁₀ heterocyclyl-R_w, -(C₁-C₆ alkyl)C₃₋₁₀ heterocyclyl-R_w, -(C₂-6 alkenyl)O(CH₂)_nC₃₋₁₀ heterocyclyl-R_w, -(C₂-6 alkenyl)S(CH₂)_nC₃₋₁₀ heterocyclyl-R_w, -(C₂-6 alkenyl)C₃₋₁₀ heterocyclyl-R_w, -(C₂-6 alkenyl)-Z¹-C(=Z²)N(R)₂, -(CH₂)_nSO₂R, -(CH₂)_nSO₃H, -(CH₂)_nPO(OR)₂, -(CH₂)_nOH, -(CH₂)_n(CH₂)_nOPO(OR)₂, C₃₋₁₀cycloalkyl, C₆₋₁₀ aryl, C₃₋₁₀ heterocyclyl, C₂-6 alkenyl, and C₁-C₁₀ alkyl, said alkyl, alkenyl, alkoxy, heterocyclyl and aryl optionally substituted with 1-3 groups selected from C₁-C₆ alkyl, CN, NO₂, -(CH₂)_nOH, -(CH₂)_nOPO(OR)₂, CON(R)₂ and COOR;

Z1 and Z2 independently represents NR_w, O, CH₂, or S;

m is 0-3; n is 0-3; p is 0-3 and q is 0-1.

2(Original). A compound according to claim 1 wherein Q is -N- and Y is $-CO(CH_2)_n$.

3(Original). A compound according to claim 2 wherein n=0, Z is S, and R₆ is C₁₋₆ alkyl, $(CH_2)_nC_{6-10}$ aryl, $(CH_2)_nC_{5-10}$ heteroaryl, $(CH_2)_nC_{3-10}$ heterocyclyl, NR_cR_d or $(CH_2)_nC_{3-8}$ cycloalkyl, said alkyl, aryl, heteroaryl, heterocyclyl and alkyl optionally substituted with 1 to 3 groups of R^a.

4(Original). A compound according to claim 3 wherein M1, M2 and M3 are CH, X is -(CHR7)pCO-, p is 1-3, R2 is C₁₋₁₀ alkyl or C₁₋₆ alkylOH and R3 is $(CH_2)nC_{3-10}$ heterocyclyl, said heterocyclyl and alkyl optionally substituted with 1 to 3 groups of Ra.

5. Cancel.

6(Original). A compound according to claim 2 wherein n=0, Z is O, and R₆ is C_{1-6} alkyl, $(CH_2)_nC_{6-10}$ aryl, $(CH_2)_nC_{5-10}$ heteroaryl, $(CH_2)_nC_{3-10}$ heterocyclyl, NR_cR_d or $(CH_2)_nC_{3-8}$ cycloalkyl, said alkyl, aryl, heteroaryl, heterocyclyl and alkyl optionally substituted with 1 to 3 groups of R^a .

7(Original). A compound according to claim 6 wherein M1, M2 and M3 are CH, X is –(CHR7) $_p$ CO-, p is 1-3 , R2 is C1-10 alkyl or C1-6 alkylOH and R3 is (CH2) $_n$ C3-10 heterocyclyl, said heterocyclyl and alkyl optionally substituted with 1 to 3 groups of Ra.

- 8. Cancel.
- 9. Cancel.

10(Original). A compound according to claim 1 where a free hydroxyl group is present, said hydroxyl group optionally derivatized to give a phosphate group represented as -OPO(OH)₂.

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11(Currently Amended). A compound which is:
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- N,N-Bibutyl-2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]acetamide,
- 2-[2-(2,2-Dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-N,N-diisobutylacetamide,
- N-(Cyclopropylmethyl) 2-[2-(2,2-dimethylpropanoyl) 5-methoxy-1-benzofuran-3-yl]-N-propylacetamide,
- N-Cyclohexyl-2-[2-(2,2-dimethylpropanoyl) 5-methoxy-1-benzofuran-3-yl]-N-ethylacetamide,
- 2-[2-(2,2-Dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-N,N-dipropylacetamide,
- N-Butyl-2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-N-ethylacetamide,
- 2-[2-(2,2-Dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-*N*,*N*-bis(3-methylbutyl)acetamide,
- 2-[2-(2,2-Dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-*N*-ethyl-*N*-(3-methylbutyl)acetamide,
- *N*-Butyl-2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-*N*-propylacetamide,
- 1-{5 Methoxy 3-[2-(trans-octahydroisoquinolin-2(1*H*) yl)-2-oxoethyl]-1-benzofuran-2-yl}-2,2-dimethylpropan-1-one;
- 1-{5-Methoxy-3-[2-(cis octahydroisoquinolin-2(1*H*)-yl)-2-oxoethyl]-1-benzofuran-2-yl}-2,2-dimethylpropan-1-one,
- 1-(3-{2-[Trans-2,5-dipropylpyrrolidin-1-yl]-2-oxoethyl}-5-methoxy-1-benzofuran-2-yl)-2,2-dimethylpropan-1-one,
- 1-(3-{2-[Cis-2,5-dipropylpyrrolidin-1-yl]-2-oxoethyl}-5-methoxy-1-benzofuran-2-yl)-2,2-dimethylpropan-1-one,
- *N*-(3,3-Dimethylbutyl)-2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]acetamide,
- *N*-(3,3-Dimethylbutyl)-2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-*N*-ethylacetamide,
- 1-[2-(2,2 Dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-3,3-dimethylbutan-2-one,
- 2-(2-Benzoyl-5-methoxy-1-benzofuran-3-yl)-N,N-dibutylacetamide,
- 1-[2-(2,2-Dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-3,3-dimethylpentan-2-one
- 2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzothien-3-yl]-N,N-di-n-butylacetamide;
- 2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzothien-3-yl]-N,N-diisobutylacetamide;
- N-(cyclopropylmethyl) 2 [2-(2,2-dimethylpropanoyl) 5 methoxy 1-benzothien 3-yl] N-propylacetamide;
- N-cyclohexyl-2 [2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzothien-3-yl]-N-ethylacetamide;
- 2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzothien-3-yl]-N,N-dipropylacetamide;

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N-butyl-2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzothien-3-yl]-N-ethylacetamide; 2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzothien-3-yl]-N-ethyl-N-(3-methylbutyl)acetamide;
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- *N*-butyl-2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzothien-3-yl]-*N*-propylacetamide; 2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzothien-3-yl]-*N*,*N*-bis(3-methylbutyl)acetamide;
- 1-{5 methoxy 3-[2 (trans octahydroisoquinolin-2(1*H*)-yl)-2-oxoethyl]-1-benzothien-2-yl}-2,2-dimethylpropan-1-one;
- 1-{5 methoxy-3-[2 (cis-octahydroisoquinolin-2(1H)-yl)-2 oxoethyl]-1-benzothien-2-yl}-2,2-dimethylpropan-1-one;
- 1-(3-{2 [(trans-2,5-dipropylpyrrolidin-1-yl]-2-oxoethyl}-5-methoxy-1-benzothien-2-yl)-2,2-dimethylpropan-1-one;
- 1-(3-{2-[(cis-2,5-dipropylpyrrolidin-1-yl]-2-oxoethyl}-5-methoxy-1-benzothien-2-yl)-2,2-dimethylpropan-1-one;
- *N*-(3,3-dimethylbutyl)-2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzothien-3-yl]-*N*-ethylacetamide;
- 2-[2-(2,2-Dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-*N*-methyl-*N*-(3-methylbutyl)acetamide;
- 2-[2-(2,2-dimethylpropanoyl)-5-fluoro-1-benzothien-3-yl]-N,N-di-n-butylacetamide;
- 2-[2-(2,2-dimethylpropanoyl)-5-fluoro-1-benzothien-3-yl]-*N*,*N*-diisobutylacetamide; *N*-(cyclopropylmethyl)-2-[2-(2,2-dimethylpropanoyl)-5-fluoro-1-benzothien-3-yl]-*N*-propylacetamide;
- N-cyclohexyl-2-[2-(2,2-dimethylpropanoyl) 5 fluoro-1-benzothien-3-yl]-N-ethylacetamide:
- 2-[2-(2,2-dimethylpropanoyl)-5-fluoro-1-benzothien-3-yl]-*N*,*N*-dipropylacetamide; *N*-butyl-2-[2-(2,2-dimethylpropanoyl)-5-fluoro-1-benzothien-3-yl]-*N*-ethylacetamide; 2-[2-(2,2-dimethylpropanoyl)-5-fluoro-1-benzothien-3-yl]-*N*-ethyl-*N*-(3-

methylbutyl)acetamide;

- *N*-butyl-2-[2-(2,2-dimethylpropanoyl)-5-fluoro-1-benzothien-3-yl]-*N*-propylacetamide; 2-[2-(2,2-dimethylpropanoyl)-5-fluoro-1-benzothien-3-yl]-*N*,*N*-bis(3-methylbutyl)acetamide;
- 1-{5-fluoro-3-[2-(trans-octahydroisoquinolin-2(1H)-yl)-2-oxoethyl]-1-benzothien-2-yl}-2,2-dimethylpropan-1-one;
- 1-{5-fluoro 3-[2 (cis octahydroisoquinolin 2(1*H*) yl) 2-oxoethyl]-1-benzothien 2 yl}-2,2-dimethylpropan-1-one;
- $\frac{1-(3-\{2-[(trans-2,5-dipropylpyrrolidin-1-yl]-2\ oxoethyl\}-5-fluoro-1-benzothien-2-yl)-2,2-dimethylpropan-1-one;}{2-\{2-\{(trans-2,5-dipropylpyrrolidin-1-yl\}-2\ oxoethyl\}-5-fluoro-1-benzothien-2-yl)-2,2-dimethylpropan-1-one;}{2-\{2-\{(trans-2,5-dipropylpyrrolidin-1-yl\}-2\ oxoethyl\}-5-fluoro-1-benzothien-2-yl)-2,2-dimethylpropan-1-one;}$
- 1-(3-{2-[(cis 2,5-dipropylpyrrolidin-1-yl]-2-oxoethyl}-5-fluoro-1-benzothien-2-yl)-2,2-dimethylpropan-1-one;
- *N*-(3,3-dimethylbutyl)-2-[2-(2,2-dimethylpropanoyl)-5-fluoro-1-benzothien-3-yl]-*N*-ethylacetamide;
- 2-[2-(2,2-dimethylpropanoyl)-1-benzothien-3-yl]-N,N-di-n-butylacetamide;
- 2-[2-(2,2-dimethylpropanoyl)-1-benzothien-3-yl]-N,N-diisobutylacetamide;

N (cyclopropylmethyl) 2 [2 (2,2 dimethylpropanoyl) 1 benzothien 3-yl] N-propylacetamide;

N-cyclohexyl-2-[2-(2,2-dimethylpropanoyl)-1-benzothien-3-yl]-N-ethylacetamide;

2-[2-(2,2-dimethylpropanoyl)-1-benzothien-3-yl]-N,N-dipropylacetamide;

N-butyl-2-[2-(2,2-dimethylpropanoyl)-1-benzothien-3-yl]-N-ethylacetamide;

2-[2-(2,2-dimethylpropanoyl)-1-benzothien-3-yl]-N-ethyl-N-(3-methylbutyl)acetamide;

N-butyl-2-[2-(2,2-dimethylpropanoyl)-1-benzothien-3-yl]-N-propylacetamide;

2-[2-(2,2-dimethylpropanoyl)-1-benzothien-3-yl]-N,N-bis(3-methylbutyl)acetamide;

1-{3-[2-(trans-octahydroisoquinolin-2(1*H*)-yl)-2-oxoethyl]-1-benzothien-2-yl}-2,2-dimethylpropan-1-one;

1-{3-[2-(cis-octahydroisoquinolin-2(1H)-yl)-2-oxoethyl]-1-benzothien-2-yl}-2,2-dimethylpropan-1-one;

1-(3-{2-[(trans-2,5-dipropylpyrrolidin-1-yl]-2-oxoethyl}-1-benzothien-2-yl)-2,2-dimethylpropan-1-one;

1-(3-{2-[(cis-2,5-dipropylpyrrolidin-1-yl] 2-oxoethyl}-1-benzothien-2-yl)-2,2-dimethylpropan-1-one;

N-(3,3-dimethylbutyl)-2-[2-(2,2-dimethylpropanoyl)-1-benzothien-3-yl]-*N*-ethylacetamide;

or a pharmaceutically acceptable salt, enantiomer, diastereomer or mixture thereof.

12(Currently Amended). A method for the treatment Use of a compound of formula I in claim 1 for the manufacture of a medicament for the treatment of ocular hypertension or glaucoma comprising administering to a patient in need thereof a therapeutically effective amount of a compound of structural formula I.

13(Original). Use of a compound of formula I in claim 1 for the manufacture of a medicament for the treatment of macular edema, macular degeneration, increasing retinal and optic nerve head blood velocity, increasing retinal and optic nerve oxygen tension, and/or a neuroprotective effect.

- 14. Cancel.
- 15. Cancel.

16(Original). A composition comprising a compound of formula I of claim 1 and a pharmaceutically acceptable carrier.

17(Original). The composition according to Claim 16 wherein the compound of formula I is applied as a topical formulation, said topical formulation

administered as a solution or suspension and optionally contains xanthan gum or gellan gum.

18(Original). A composition according to claim 17 wherein one or more of an active ingredient belonging to the group consisting of: β-adrenergic blocking agent, parasympatho-mimetic agent, sympathomimetic agent, carbonic anhydrase inhibitor, EP4 agonist, a prostaglandin or derivative thereof, hypotensive lipid, neuroprotectant, and/or 5-HT2 receptor agonist is optionally added.

19(Original). A composition according to claim 18 wherein the β-adrenergic blocking agent is timolol, betaxolol, levobetaxolol, carteolol, or levobunolol; the parasympathomimetic agent is pilocarpine; the sympathomimetic agent is epinephrine, brimonidine, iopidine, clonidine, or para-aminoclonidine, the carbonic anhydrase inhibitor is dorzolamide, acetazolamide, metazolamide or brinzolamide; the prostaglandin is latanoprost, travaprost, unoprostone, rescula, or S1033, the hypotensive lipid is lumigan, the neuroprotectant is eliprodil, R-eliprodil or memantine; and the 5-HT2 receptor agonist is 1-(2-aminopropyl)-3-methyl-1H-imdazol-6-ol fumarate or 2-(3-chloro-6-methoxy-indazol-1-yl)-1-methyl-ethylamine.